

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

DELTA AIR LINES, INC., et al.,

Chapter 11 Case No.

05-17923 (ASH)

Debtors.

(Jointly Administered)

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**ORDER PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE
BANKRUPTCY CODE APPROVING AND AUTHORIZING A
SEVERANCE PLAN FOR OFFICERS AND DIRECTORS OF
DELTA AIR LINES, INC.**

Upon the motion, dated February 8, 2006 (the “**Motion**”) of Delta Air Lines, Inc. (“**Delta**”) and those of its subsidiaries that are debtors and debtors in possession in these proceedings (the “**Debtors**”),¹ for an order pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) authorizing the Debtors to establish and implement a severance plan for Officers and Directors at Delta and Officers at certain participating subsidiaries (the “**Severance Plan**”) as more fully set forth in the Motion; and the Court having subject matter jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases

¹ The Debtors are the following entities: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, Inc.; DAL Aircraft Trading, Inc.; DAL Global Services, LLC; DAL Moscow, Inc.; Delta AirElite Business Jets, Inc.; Delta Air Lines, Inc.; Delta Benefits Management, Inc.; Delta Connection Academy, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, LLC; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; and Song, LLC.

to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with this Court's Case Management Order, and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion and all related proceedings and having held a hearing with appearances of parties in interest noted in the transcript thereof; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor; and for the reasons stated on the record, it is

ORDERED that the Motion is granted; and it is further
ORDERED that, pursuant to sections 363(b) and 105(a) of the
Bankruptcy Code, the Debtors are authorized to establish and implement the
Severance Plan; and it is further

ORDERED that the Debtors are authorized to execute, deliver,
implement, and fully perform any and all instruments and documents and to take
any and all actions necessary or appropriate to implement and effectuate the
Severance Plan.

Dated: February 22, 2006

/s/ Adlai S. Hardin, Jr.
HON. ADLAI S. HARDIN, JR.
BANKRUPTCY JUDGE